

**CURTIS, MALLET-PREVOST,
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
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**SECOND SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN
ON BEHALF OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
PURSUANT TO RULES 2014(a) AND 2016(b) OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Steven J. Reisman, pursuant to 28 U.S.C. § 1746, hereby declare under the penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am an attorney duly admitted to practice before this Court. I am a member of the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis"). Curtis is a multi-national law firm with principal offices located at 101 Park Avenue, New York, New York 10178-0061. Curtis maintains regional offices in Washington, D.C.; Houston, Texas; Paris, France; London, England; Frankfurt, Germany; Milan, Italy; Mexico City, Mexico; Muscat, Sultanate of Oman; Istanbul, Turkey; Almaty, Kazakhstan; Astana, Kazakhstan; Dubai, United Arab Emirates; Kuwait City, Kuwait; Ashgabat, Turkmenistan; and Buenos Aires, Argentina.

2. I submit this declaration (the “Second Supplemental Declaration”) to supplement my declaration dated June 27, 2012 [Docket No. 0527] (the “Original Declaration”) and my first supplemental declaration dated November 9, 2012 [Docket No. 2130] (the “First Supplemental Declaration”), in support of the application of the debtors and debtors in possession (collectively, the “Debtors”) to retain Curtis as their conflicts counsel in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), pursuant to section 327(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”), and to provide the disclosures required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and this Court’s *Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 781], entered July 16, 2012.

3. To the best of my knowledge, after due inquiry, and except as set forth herein, neither I, Curtis, nor any member of, counsel to or associate of Curtis represents any creditor, party in interest or entities other than the Debtors in connection with the Chapter 11 Cases.

4. Unless otherwise stated in this Second Supplemental Declaration, the First Supplemental Declaration or in the Original Declaration, I have personal knowledge of the facts set forth herein. Curtis periodically reviews its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. As additional information concerning the Debtors’ creditors and relationships that have material connections with the Debtors develops, Curtis will file a further supplemental declaration with the Court. To the best of my knowledge, Curtis has not represented and will not represent any parties other than the Debtors in these cases or in connection with any matters that would be adverse to the Debtors related to these cases in respect of the matters on which Curtis is employed in the Chapter 11 Cases.

5. None of the relationships described in the Original Declaration or the First Supplemental Declaration are materially adverse to the interests of the Debtors' estates and none would conflict with Curtis from its present or any future matters for the Debtors in the Chapter 11 Cases.

**CURTIS' CONNECTIONS WITH
OFFICERS AND DIRECTORS IN THE CHAPTER 11 CASES**

6. Curtis has represented, currently represents, and may in the future represent, various entities or their affiliates in matters unrelated to the Chapter 11 Cases.

7. Subsequent to the submission of the Original Declaration and the First Supplemental Declaration, Curtis was engaged on September 20, 2013 by several parties named as defendants in a complaint (the "Alpha Capital Complaint") recently filed in an action currently pending before the Honorable John G. Koeltl in the United States District Court for the Southern District of New York in a law suit styled as Alpha Capital Anstalt vs. New Generation Biofuel, Inc., et al., 1:13-cv-05586. One of the defendants named in the Alpha Capital Complaint is John E. Mack, an independent director of the Debtors. In the Alpha Capital Complaint, Mr. Mack is alleged to have been an officer and director of New Generation Biofuel, Inc., the entity whose securities are at issue in the lawsuit. The matters in dispute in the Alpha Capital Complaint are wholly unrelated to the Chapter 11 Cases and, to the best of my knowledge, do not involve any interests adverse to the Debtors. I understand that Mr. Mack is represented by Morrison Cohen LLP in his capacity as an independent director of the Debtors in the Chapter 11 Cases. None of the Curtis attorneys representing Mr. Mack and other defendants named in the Alpha Capital Complaint are involved in representing the Debtors in the Chapter 11 Cases.

8. Based upon the foregoing, I have determined that Curtis does not hold or represent an interest that is adverse to the Debtors' estates, and that Curtis is a "disinterested person," as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code.

9. The foregoing constitutes the Second Supplemental Declaration of Curtis pursuant to Section 327 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

I certify that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: New York, New York
September 26, 2013

/s/ Steven J. Reisman

STEVEN J. REISMAN
A Member of the Firm